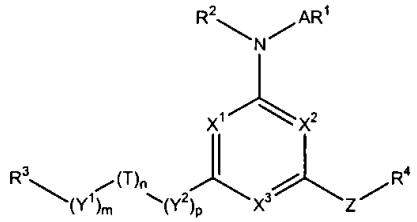
Amendments to the Claims:

The following listing of claims will replace all prior versions, and listing of claims in the application. For the Examiner's convenience a complete listing of all claims incorporating the amendments made herein is attached as Appendix A.

Listing of Claims:

1. (Currently Amended) A method of treating a disease state in a mammal that is alleviable by treatment with an agent capable of increasing ABCA-1 expression, comprising administering to a mammal in need thereof a therapeutically effective dose of a compound of the Formula I:



Formula I

wherein:

m, n and p are independently 0 or 1;

A is $-C(Z^1)-$, $-C(Z^1)-NH-$, SO_2, or a covalent bond;

where Z^1 is oxygen or sulfur;

R^1 is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;

R^2 is hydrogen , alkyl, or cycloalkyl; or

R^1, R^2 and A when taken together with the nitrogen atom to which they are attached form a nitrogen bearing heterocycle;

R^3 is optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;

R^4 is hydrogen, optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;

T is -O-, $-S(O)_q$, or $-NR^5-$;

in which q is 0, 1, or 2~~,~~; and

R^5 is hydrogen, optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;

X^1, X^2, and X^3 are nitrogen;

Y^1 is lower alkylene or carbonyl;

Y^2 is lower alkylene or oxygen; and

Z is sulfur~~, oxygen, or NR^5~~

with the proviso that when A is a covalent bond and R^2 is hydrogen then R^1 cannot be phenyl~~; and~~

~~when A is a covalent bond, R^1 and R^2 are hydrogen, Y^2 is alkylene, T is oxygen, m is zero, R^3 is halogen or trifluoromethyl substituted phenyl, and R^4 is 2-phenylethylene, then Z cannot be NR^5~~.

2. (Cancelled)

3. (Currently Amended) The method of claim 1, wherein R^2 is hydrogen~~,~~ and R^4 is optionally substituted alkyl ~~and Z is sulfur~~.

4. (Original) The method of claim 3, wherein R^3 is optionally substituted aryl or optionally substituted heteroaryl.

5. (Original) The method of claim 4, wherein m is 0, n is 1, and p is 1.

6. (Original) The method of claim 5, wherein A is a covalent bond, and R^1 is hydrogen.

7. (Original) The method of claim 6, wherein R^3 is optionally substituted phenyl and Y^2 is methylene.

8. (Original) The method of claim 7, wherein R^4 is alkyl of 1-8 carbon atoms and T is oxygen.

9. (Previously Amended) The method of claim 8, wherein R^3 is 4-t-butylphenyl and R^4 is methyl, namely 6-{[4-(tert-butyl)phenoxy]methyl}-4-methylthio-1,3,5-triazine-2-ylamine.

10. (Original) The method of claim 8, wherein R^3 is 4-t-butylphenyl and R^4 is n-pentyl, namely 6-{[4-(tert-butyl)phenoxy]methyl}-4-pentylthio-1,3,5-triazine-2-ylamine.

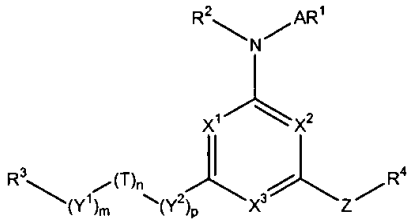
11. (Original) The method of claim 7, wherein R^4 is alkyl of 1-8 carbon atoms and T is oxygen.

12. (Original) The method of claim 11, wherein R^3 is 3-chlorophenyl, R^4 is methyl, and R^5 is hydrogen, namely 4-[(3-chlorophenylamino)methyl]-6-methylthio-[1,3,5]triazin-2-ylamine.

13. (Original) The method of claim 11, wherein R^3 is 2,4-dimethoxyphenyl, R^4 is methyl, and R^5 is hydrogen, namely N-{[(3,5-dimethoxyphenyl]aminomethyl}-4-methylthio-1,3,5-triazine-2-ylamine;

Claims 14-27 (Cancelled)

28. (Currently Amended) A method for treating a disease or condition in a mammal that can be ~~usefully~~ treated with a compound that elevates serum levels of HDL cholesterol, comprising administering to a mammal in need thereof a therapeutically effective dose of a compound of Formula I.



Formula I

wherein:

m, n and p are independently 0 or 1;

A is $-C(Z^1)-$, $-C(Z^1)-NH-$, SO_2, or a covalent bond;

where Z^1 is oxygen or sulfur;

R^1 is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;

R^2 is hydrogen , alkyl, or cycloalkyl; or

R^1, R^2 and A when taken together with the nitrogen atom to which they are attached form a nitrogen bearing heterocycle;

R^3 is optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;

R^4 is hydrogen, optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;

T is $-O-$, $-S(O)_q$, or $-NR^5-$;

in which q is 0, 1, or 2; and

R^5 is hydrogen, optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;

X^1, X^2, and X^3 are nitrogen;

Y^1 is lower alkylene or carbonyl;

Y^2 is lower alkylene or oxygen; and

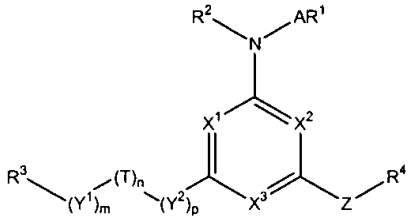
Z is sulfur~~, oxygen, or NR^5~~.

with the proviso that when A is a covalent bond and R^2 is hydrogen then R^1 cannot be phenyl~~; and~~

~~when A is a covalent bond, R^1 and R^2 are hydrogen, Y^2 is alkylene, T is oxygen, m is zero, R^3 is halogen or trifluoromethyl substituted phenyl, and R^4 is 2-phenylethylene, then Z cannot be NR^5~~.

29. (Original) The method of claim 28, wherein the disease state or condition is coronary artery disease or atherosclerosis.

30. (Currently Amended) A method for treating a disease or condition in a mammal related to low HDL cholesterol levels, comprising administering to a mammal in need thereof a therapeutically effective dose of a compound of Formula I:



Formula 1

wherein:

m, n and p are independently 0 or 1;

A is $-C(Z^1)-$, $-C(Z^1)-NH-$, SO_2, or a covalent bond;

where Z^1 is oxygen or sulfur;

R^1 is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;

R^2 is hydrogen, alkyl, or cycloalkyl; or

R^1, R^2 and A when taken together with the nitrogen atom to which they are attached form a nitrogen bearing heterocycle;

R^3 is optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;

R^4 is hydrogen, optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;

T is -O-, $-S(O)_q$, or $-NR^5-$;

in which q is 0, 1, or 2; and

R^5 is hydrogen, optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;

X^1, X^2, and X^3 are nitrogen;

Y^1 is lower alkylene or carbonyl;

Y^2 is lower alkylene or oxygen; and

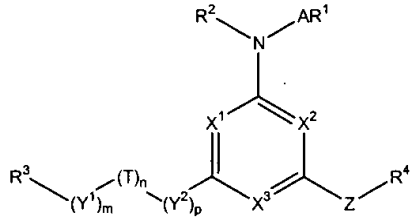
Z is sulfur~~, oxygen, or NR^5~~

with the proviso that when A is a covalent bond and R^2 is hydrogen then R^1 cannot be phenyl~~; and~~

~~when A is a covalent bond, R^1 and R^2 are hydrogen, Y^2 is alkylene, T is oxygen, m is zero, R^3 is halogen or trifluoromethyl substituted phenyl, and R^4 is 2-phenylethylene, then Z cannot be NR^5~~.

31. (Original) The method of claim 30, wherein the disease state or condition is coronary artery disease or atherosclerosis.

32. (Currently Amended) A method for treating a disease or condition in a mammal that can be ~~usefully~~ treated with a compound that promotes cholesterol efflux from cells, comprising administering to a mammal in need thereof a therapeutically effective dose of a compound of Formula I.



Formula I

wherein:

m, n and p are independently 0 or 1;

A is $-C(Z^1)-$, $-C(Z^1)-NH-$, SO_2, or a covalent bond;

where Z^1 is oxygen or sulfur;

R^1 is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;

R^2 is hydrogen , alkyl, or cycloalkyl; or

R^1, R^2 and A when taken together with the nitrogen atom to which they are attached form a nitrogen bearing heterocycle;

R^3 is optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;

R^4 is hydrogen, optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;

T is $-O-$, $-S(O)_q$, or $-NR^5-$;

in which q is 0, 1, or 2; and

R^5 is hydrogen, optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;

X^1, X^2, and X^3 are nitrogen;

Y^1 is lower alkylene or carbonyl;

Y^2 is lower alkylene or oxygen; and

Z is sulfur~~, oxygen, or NR^5~~.

with the proviso that when A is a covalent bond and R^2 is hydrogen then R^1 cannot be phenyl~~; and~~

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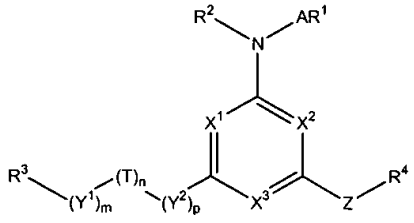
~~when A is a covalent bond, R^1 and R^2 are hydrogen, Y^2 is alkylene, T is oxygen, m is zero, R^3 is halogen or trifluoromethyl substituted phenyl, and R^4 is 2-phenylethylene, then Z cannot be NR^5~~.

33. (Original) The method of claim 32, wherein the disease state or condition is coronary artery disease or atherosclerosis.

34. (Currently Amended) A method for treating a condition related to coronary artery disease in a mammal that can be usefully treated with a combination of a compound that elevates serum levels of HDL cholesterol and a compound that lowers LDL cholesterol, comprising administering to a mammal in need thereof a therapeutically effective dose of a compound of Formula I



Formula I

wherein:

m, n and p are independently 0 or 1;

A is $-C(Z^1)-$, $-C(Z^1)-NH-$, SO_2, or a covalent bond;

where Z^1 is oxygen or sulfur;

R^1 is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;

R^2 is hydrogen , alkyl, or cycloalkyl; or

R^1, R^2 and A when taken together with the nitrogen atom to which they are attached form a nitrogen bearing heterocycle;

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R^3 is optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;

R^4 is hydrogen, optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;

T is $-O-$, $-S(O)_q$, or $-NR^5-$;

in which q is 0, 1, or 2; and

R^5 is hydrogen, optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;

X^1, X^2, and X^3 are nitrogen;

Y^1 is lower alkylene or carbonyl;

Y^2 is lower alkylene or oxygen; and

Z is sulfur~~, oxygen, or NR^5~~.

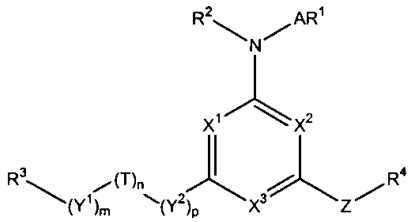
with the proviso that when A is a covalent bond and R^2 is hydrogen then R^1 cannot be phenyl~~; and~~

~~when A is a covalent bond, R^1 and R^2 are hydrogen, Y^2 is alkylene, T is oxygen, m is zero, R^3 is halogen or trifluoromethyl substituted phenyl, and R^4 is 2-phenylethylene, then Z cannot be NR^5;~~

and a compound that lowers LDL cholesterol.

35. (Original) The method of claim 34, wherein the LDL cholesterol lowering compound is chosen from clofibrate, gemfibrozil, and fenofibrate, nicotinic acid, mevinolin, mevastatin, pravastatin, simvastatin, fluvastatin, lovastatin, cholestyrine, colestipol and probucol.

36. (Currently Amended) A compound of the Formula I:



Formula I

wherein:

m, n and p are independently 0 or 1;

A is $-C(Z^1)-$, $-C(Z^1)-NH-$, SO_2, or a covalent bond;

where Z^1 is oxygen or sulfur;

R^1 is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;

R^2 is hydrogen , alkyl, or cycloalkyl; or

R^1, R^2 and A when taken together with the nitrogen atom to which they are attached form a nitrogen bearing heterocycle;

R^3 is optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;

R^4 is hydrogen, optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;

T is $-O-$, $-S(O)_q$, or $-NR^5-$;

in which q is 0, 1, or 2, and R^5 is hydrogen, optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;

X^1, X^2, and X^3 are nitrogen.

Y^1 is lower alkylene or carbonyl;

Y^2 is lower alkylene or oxygen; and

Z is sulfur~~, oxygen, or NR^5~~.

with the proviso that

~~when A is a covalent bond, R^1 and R^2 are both hydrogen, and Z is $-NH-$, m, n, and p cannot all be 0; and~~

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~~when m is 0, Y^2 is methylene, and Z is $-NH-$, R^3 cannot be lower alkyl; and~~

~~when Z is $-NH-$, R^4 cannot be phenylethyl; and~~

when A is a covalent bond, R^1 and R^2 are both hydrogen, Y^2 is methylene, and R^4 is methyl or ethyl, R^3 cannot be lower alkyl or unsubstituted phenyl; and

~~when A is a covalent bond, R^1 and R^2 are both hydrogen, T is oxygen, Z is nitrogen, and Y^2 is methylene, R^4 cannot be cycloalkyl or unsubstituted phenyl; and.~~

~~when A is a covalent bond and R^1 and R^2 are hydrogen and Z is NR^5, R^5 is hydrogen or optionally substituted alkyl, R^4 is hydrogen or optionally substituted alkyl and $(Y_2)_p$ is alkylene then T cannot be $S(O)_q$, where q is 0; and~~

when A is a covalent bond, R^1 cannot be substituted phenyl

38. (Currently Amended) The compound of claim 36, wherein R^2 is hydrogen~~,~~ and R^4 is optionally substituted alkyl ~~and Z is sulfur~~.

39. (Currently Amended) The compound of claim 38, wherein R^3 is optionally substituted aryl or optionally substituted heteroaryl~~,~~ .

40. (Original) The compound of claim 39, wherein m is 0, n is 1, and p is 1.

41. (Original) The compound of claim 40, wherein A is a covalent bond, and R^1 is hydrogen.

42. (Original) The compound of claim 41, wherein R^3 is optionally substituted phenyl and Y^2 is methylene.

43. (Original) The compound of claim 42, wherein R^4 is alkyl of 1-8 carbon atoms and T is oxygen.

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44. (Original) The compound of claim 43, wherein R^3 is 4-t-butylphenyl and R^4 is methyl, namely 6-{[4-(tert-butyl)phenoxy]methyl}-4-pentylthio-1,3,5-triazine-2-ylamine.

45. (Original) The compound of claim 43, wherein R^3 is 4-t-butylphenyl and R^4 is n-pentyl, namely 6-{[4-(tert-butyl)phenoxy]methyl}-4-pentylthio-1,3,5-triazine-2-ylamine.

46. (Original) The compound of claim 43, wherein R^3 is 3-chlorophenyl, R^4 is methyl, and R^5 is hydrogen, namely 4-[(3-chlorophenylamino)methyl]-6-methylthio-[1,3,5]triazin-2-ylamine.

47. (Original) The compound of claim 43, wherein R^3 is 2,4-dimethoxyphenyl, R^4 is methyl, and R^5 is hydrogen, namely N-{[(3,5-dimethoxyphenyl]aminomethyl}-4-methylthio-1,3,5-triazine-2-ylamine.

Claims 48-62. (Cancelled)

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63. (Previously Presented) A pharmaceutical composition comprising at least one pharmaceutically acceptable excipient and a therapeutically effective amount of a compound of claim 36.